

**Courtesy Copy**  
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UNITED STATES DISTRICT COURT  
 SOUTHERN DISTRICT OF NEW YORK

THE BANK OF NEW YORK, as Indenture Trustee

Plaintiff,

v.

TYCO INTERNATIONAL GROUP S.A. and  
 TYCO INTERNATIONAL LTD.,

Defendants.

ECF CASE

07 CIV. 4659 (SAS)

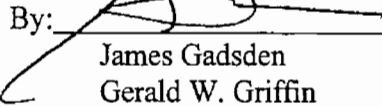
STIPULATION  
AND ORDER  
SUBSTITUTING COUNSEL

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3  
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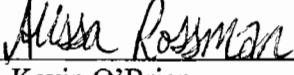
IT IS HEREBY STIPULATED AND AGREED, by and between the undersigned counsel, at the request of and with the consent of plaintiff The Bank of New York and upon the annexed Declaration of James Gadsden pursuant to Local Civil Rule 1.4, that the law firm of Dechert LLP, 30 Rockefeller Plaza, New York, New York 10112, be substituted as counsel for The Bank of New York in place of the law firm of Carter Ledyard & Milburn LLP.

Dated: New York, New York  
 June 29, 2007

CARTER LEDYARD & MILBURN LLP

By:   
 James Gadsden  
 Gerald W. Griffin  
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 New York, New York 10005  
 (212) 732-3200

DECHERT LLP

By:   
 Kevin O'Brien  
 Glenn Siegel  
 Ronald A. Hewitt  
 Alissa Rossman  
 30 Rockefeller Plaza  
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SO ORDERED.

  
 SHIRA A. SCHEINDLIN  
 UNITED STATES DISTRICT JUDGE